

October 12, 2007

**FILED ELECTRONICALLY WITH ECFS**

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**Re: Notice of Ex Parte Presentation**

**In the Matter of Stratos Global Corporation and Robert M. Franklin, Trustee  
WC Docket No. 07-73, DA 07-2257**

Dear Ms. Dortch:

Pursuant to Section 1.1206(b) of the Commission's Rules, 47 C.F.R. § 1.1206(b), this Notice of Ex Parte Presentation ("Notice") is being submitted on behalf of Stratos Global Corporation ("Stratos"), the Trustee Robert M. Franklin ("Trustee"), CIP Canada Investment Inc. ("CIP Canada"), and Inmarsat Finance III Limited ("Inmarsat Finance") in the above-referenced matter. On Thursday October 11, 2007, the Trustee, representatives for Stratos (James Parm, Richard Harris, Harold Furchtgott-Roth, and Alfred Mamlet), Inmarsat Finance (Andrew Sukawaty, Justin W. Lilley, and Diane Cornell), and CIP Canada (Victor Horcasitas and Patricia Paoletta), met to discuss the above-referenced transfer of control application with Chairman Martin and his legal advisor Aaron Goldberger.

The attached materials (distributed at the meeting) formed the basis for the discussion between Stratos, the Trustee, CIP Canada, Inmarsat Finance, and Chairman Martin and Aaron Goldberger.

Respectfully submitted,

\_\_\_\_\_/s/  
Robert M. Franklin, Trustee  
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\_\_\_\_\_/s/  
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*Counsel for Stratos Global Corporation*

Ms. Marlene H. Dortch  
October 12, 2007  
Page 2

\_\_\_\_\_/s/  
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*Counsel for CIP Canada Investment Inc.*

\_\_\_\_\_/s/  
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555 Eleventh Street, NW  
Suite 1000  
Washington, DC 20004

*Counsel for Inmarsat Finance III Limited*

Attachment

cc: Chairman Kevin Martin - by email  
Aaron Goldberger (Legal Advisor to Chairman Martin) - by email  
Best Copy and Printing, Inc. - by email

Application to Transfer Control of Stratos  
to a Canadian Trust  
WC Docket No. 07-73, DA 07-2257

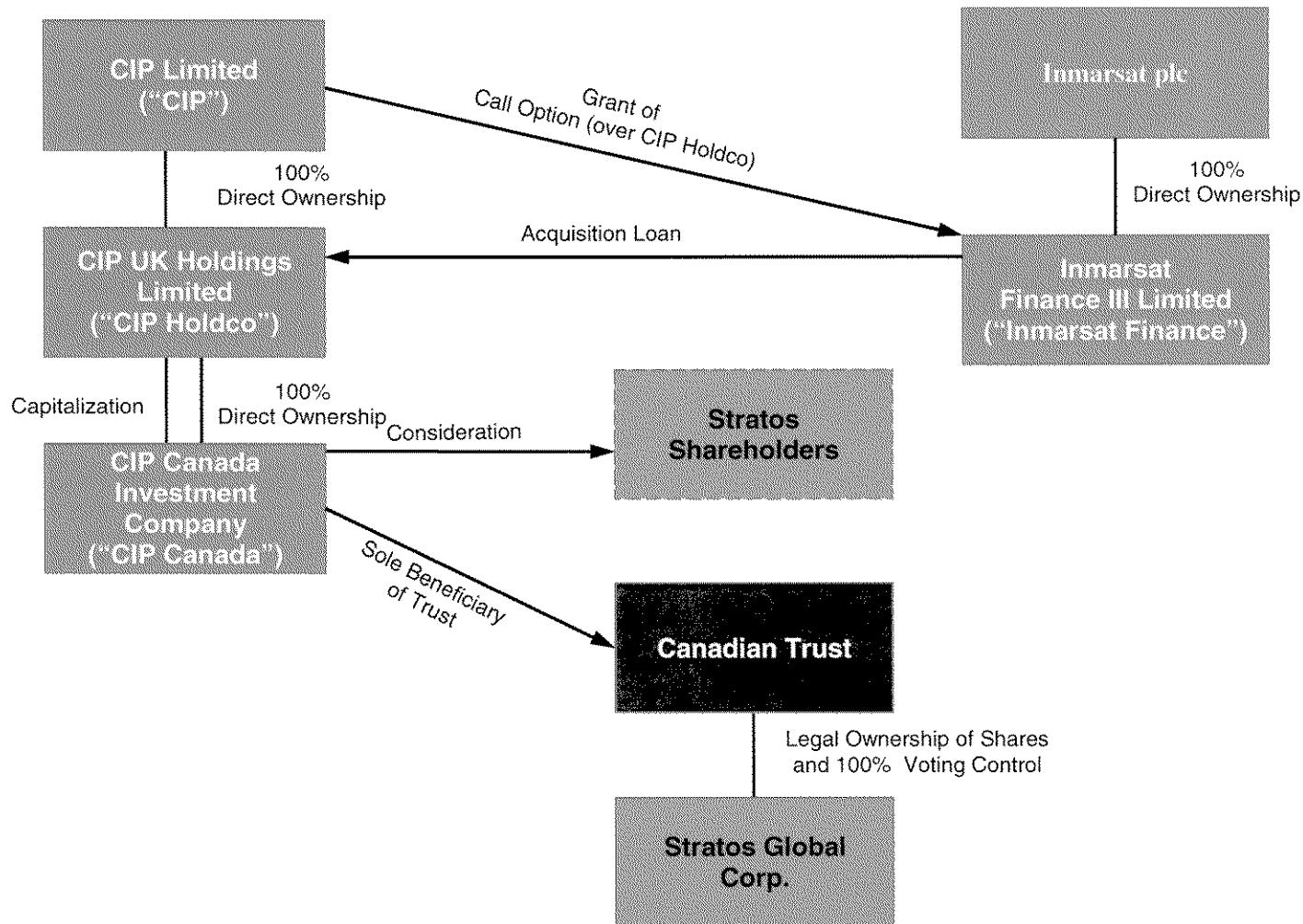
Meeting with Chairman Martin  
October 11, 2007



# Participants

- Acquired Company: Stratos Global Corporation (Stratos)
- Trustee: Robert Franklin
- Trust Beneficiary: CIP Canada Investment Inc. (CIP Canada), a subsidiary of Communications Investment Partners Limited (CIP)
- Lender: Inmarsat Finance III Limited (Inmarsat Finance), subsidiary of Inmarsat plc (with affiliates, “Inmarsat”)

# Stratos Shares Transferred to Trust



# FCC Rules & Precedents Permit Trust

- Trust structure was chosen for independent business reasons, not for regulatory considerations
- Deal structured to fit within existing FCC precedent, which expressly permits trust to hold licenses like any other legal entity
- Trust is expected to last about 18 months
- Transfer of control of Stratos from Trust will be subject to FCC and other governmental reviews

# Trustee Will Control Stratos

- Trustee votes 100% of Stratos stock
- Trustee elects Stratos board
- Trustee's ability to replace Stratos board and management provides him with ultimate control
- Trustee is well qualified and independent
  - Currently serves as Director for 5 boards; previously Director on 24 other boards
  - Previously Chairman of four public companies
  - Previously served as Trustee for two Income Trusts

# Inmarsat Finance Would Not Have *De Facto* Control Over Stratos

- FCC recognizes important distinction between **influence** and **control**
- *De facto* control is the power to dominate corporate affairs
- Inmarsat has no ability to dominate Stratos with respect to *a single one* of the *Intermountain Microwave* criteria
- Inmarsat is neither an equity holder of nor a lender to Stratos
- Inmarsat has no legal or contractual rights with Stratos by which it could exert control
- Inmarsat Finance's option with and loan to CIP are not relevant because CIP does not control Stratos
- The Commission has previously found that far greater means of influence do not convey control



## This Transaction Will Not Create Precedent that Would Allow Others to Avoid FCC Scrutiny

- Commission can consider trust beneficiary under Section 310(b)(4)
- Commission requires disclosure of source of debt to facilitate public interest review
- Application and PN
  - detailed foreign ownership
  - highlighted financing to CIP provided by Inmarsat Finance
  - provided notice of CIP and Inmarsat roles in transaction

# Approval of this Transaction Serves the Public Interest

- Stratos will continue to sell services that compete with Inmarsat
- Stratos Board and management will fulfill fiduciary duties to maximize revenues and profits
- Stratos will not, and could not, discriminate against other MSS operators
  - Stratos is a non-facilities-based reseller of Iridium and other MSS, and has no bottleneck control
  - Inmarsat's MSS competitors already can sell directly to customers and use other resellers who compete with Stratos
  - Inmarsat's distributors competing with Stratos already have non-discriminatory access to Inmarsat's offerings under their contracts
- Stratos *end users* support this transaction